

HE-MAN #005: "Sky War"
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ACT ONE

FADE IN:

EXT. SNAKE MOUNTAIN - NIGHT

ESTABLISHING Skeletor's citadel of evil. ZOOM IN as we hear:

INT. SKELETOR'S THRONE ROOM

WIDE ANGLE to show us BEAST MAN and TRI-KLOPS. Tri-Klops is in f.g., next to a Doomseeker device and scrolling through holograms by adjusting a button on his wrist. A beam from the device projects holographic schematics of various blaster-style weapons into the center of the room. In b.g. we can see SKELETOR, brooding on the Bone Throne.

Silence for a beat. Then Skeletor stands, slowly walks over to Tri-Klops and, with Oliver Hardy-style deliberance, takes the doomseeker. He walks over to one of the lava channels that stitch the cavern floor, and drops it in. SFX: SZZZZT! Skeletor looks at them.

SKELETOR
Any more brilliant ideas?

BEAST MAN -- snickers at Tri-Klops' discomfiture.

Tri-Klops glares at him.

Beast Man comes out of his trance.

BEAST MAN
I've learned that Stratos is meeting
with Buzz-Off, leader of the Andreenids,
at the royal palace.



SKELETOR (CONT'D)
That gives me an idea ... (paces
for a beat)

Beast Man and Tri-Klops listen somewhat nervously. Beast Man jumps back a little when Skeletor wheels and points to him.

SKELETOR (CONT'D)
Send one of your gargoyle spies to
Andreenos immediately!

CLOSE ON BEAST MAN -- as he closes his eyes and concentrates, using his telepathic powers. PUSH IN on his eyes and --

MATCH DISSOLVE
TO:

EXT. MYSTIC MOUNTAINS - DAY

CLOSE ON GARGOYLE'S EYES, matching the previous shot, then PULL BACK TO EXTREME WIDE, showing the gargoyle <<design note: similar to creature from Night on Bald Mt.>> soaring over the immense barren peaks.

SKELETOR (V.O. CONT'D)
That's where the Andreenids live,
deep within the Mystic
Mountains...

GARGOYLE'S POV -- soaring, swooping between peaks and precipices until we come to the entrance to the Andreenids' domain: the mountain caverns and tunnels of Andreenos. The Andreenids are humanoid bees, wasps, hornets, etc. The architecture and designs of both city and costumes are very martial -- we can tell right away that these guys are warriors -- they are marching, saluting, etc. We see a couple of N.D. DRONES take off from there, moving incredibly fast. OVER THIS:

SKELETOR (V.O. CONT'D) (CONT'D)
There they make ambrosia, the
miracle food. That's what we
need. It'll make us powerful
enough to defeat He-Man!



EXT. GARDENS - CONTINUOUS

Randor, Adam, Teela, Man-At-Arms, Stratos, Stingrad and Buzz-Off walk along tessellated paths lined with exotic, otherworldly flowers and trees. Everyone except Adam is intent on the issue -- Adam's listening, but without the gravity of the others. Cringer follows him.

RANDOR

I know there are still details to work out in the trade dispute between Avion and Andreenos, but even so, please reconsider our proposal.

MAN-AT-ARMS

The people of Eternia must present a united front against Skeletor's evil.

BUZZ-OFF

My people and I look out for ourselves -- we see no need for alliances. We're safe in the Mystic Mountains. Whoever this "Skeletor" is, he poses no threat to us.

STRATOS

He poses a threat to everyone. We must all work together to defeat him.

FAVOR BUZZ-OFF AND STRATOS -- it's obvious the two leaders respect each other, even though they can't agree on this.

BUZZ-OFF

Alliances are for the weak. My people have survived for ages with no one's help. Andreenos is impenetrable. Our sensor screens can see an attack coming from far away.

The others see that they can't convince him. They're disappointed.

STRATOS

Very well. You must do as you think best.

WIDE -- as Buzz-Off spreads his wings and, appropriately enough, buzzes off. Stingrad follows. The others watch them go.

MAN-AT-ARMS

Buzz-Off's making a serious mistake. He can't stay neutral in this. Skeletor won't rest until he's conquered all of Eternia.

ADAM

Buzz-Off's got some nerve. If everyone felt that way, Skeletor would stomp all over Eternia.

Teela raises an eyebrow.

TEELA

This from the Prince who somehow never seems to be on hand when a battle starts.

Adam shrugs and heads O.S. with Cringer

ADAM

Whatever. C'mon, Cringer, it's time for lunch.

FAVOR TEELA -- glaring after him.

TEELA

Of all the empty-headed --!
(remembering her place) Forgive me, your Majesty, but I sometimes find your son ... ill-informed on matters of state.

RANDOR

Yes, It's true, I'm afraid. Adam isn't much help in this time of war.



EXT. MYSTIC MOUNTAINS - AERIAL SHOT - DAY

We TRACK Buzz-Off's entourage (Buzz-Off and Stingrad, surrounded by a formation of four wasp WARRIORS) as they

fly the not-so-friendly skies of Eternia. Buzz-Off addresses Stingrad as they fly.

BUZZ-OFF

Stratos depends too much on others. If war comes, only the strong will survive.

Stingrad is about to reply when a ray beam SIZZLES between him and Buzz-Off, barely missing both of them. PULL BACK TO WIDE as several more beams LANCE IN from a point O.S.

BUZZ-OFF (CONT'D)

(shout of surprise)

BUZZ-OFF -- stares O.S. in disbelief.

BUZZ-OFF (CONT'D)

This can't be!

ANGLE TO SHOW a strike squad of four WINGED WARRIORS. They're coming in with the sun behind them, so we can't make out faces or details -- they're just silhouettes. They FIRE more ray beams from hand-held projectors (which look like wands rather than guns). One of the beams GRAZES a wasp Warrior.

The wasp Warrior -- tumbles out of the sky to HIT in a mountainous snowbank. He's clearly uninjured, but out of commission.

BUZZ-OFF -- is royally (no pun intended) pissed. He GAINS FORWARD O.S.

BUZZ-OFF (CONT'D)

With me, my warriors!

WIDE -- as Stingrad and the remaining warriors, led by Buzz-Off, regroup to defend themselves. But as quickly as they came, the mysterious attackers vanish into the clouds and are gone.

WITH BUZZ-OFF AND stingrad -- they hover, ready for another attack, which doesn't come.

STINGRAD

Those were Avion warriors! Could Stratos be that angry with your decision?

Buzz-Off reacts to something floating nearby. He reaches out, snags it, holds it up. It's an Avion warrior wing feather. Buzz-Off is grim.

BUZZ-OFF
It appears so.

EXT. ANOTHER PART OF MYSTIC MOUNTAINS - AERIAL SHOT - DAY

To find Stratos, with HAWK, a female Avionian (from the old series episode "The Betrayal Of Stratos") who's his second-in-command, and a contingent of AVION WARRIORS, heading back to Avion.

STRATOS
I'm not giving up. There has to be some way to convince Buzz-Off to join us.

HAWK
Perhaps you're right. But were I you, I would wait and give him time to --

Suddenly a ray blast ZAPS by, too close for comfort (I'm assuming that both sides will have more specific weaponry - - i.e., "stingers" or such for Buzz-Off et. al. -- but until I hear what they are I'm using generic ray blasts). It passes as close as S&P will allow to Hawk, not hurting her but startling her.

HAWK (CONT'D)
(startled cry)

ANOTHER ANGLE -- Avion warriors swoop in to protect their rulers, pointing their weapons defensively O.S. PUSH IN on Stratos as he moves to the head of the formation.

ANGLE INCLUDES -- another strike squad, diving in from the sun as did the other one, FIRING as they come. This time the silhouettes suggest Andreenid Warriors.

A brief SKIRMISH ensues, with the Avion warriors FIRING defensively and driving off the attackers.

STRATOS -- the immediate danger gone, he turns his attention on Hawk.

HAWK

I'm fine. Just scorched a few feathers.

Scowling, Stratos watches the second strike squad vanish as did the first one.

STRATOS

They looked like Andreenid warriors. But that makes no sense. Why would Buzz-Off attack us?

HAWK

The only reason I can think of is the trade dispute. Perhaps he's not willing to resolve it.

STRATOS

That would mean the meeting at the royal palace was designed to throw us off guard. Hard to believe -- but not impossible, I'm afraid.

HOLD ON his grim countenance.

EXT. PALACE COURTYARD - DAY

Randor and Man-At-Arms walk and talk. Both look troubled.

RANDOR

Details are sketchy, but reports from our Northern outposts indicate attacks of unknown origin on both Andreenos and Avion.

MAN-AT-ARMS -- consults a map readout on his mace's domed screen.

MAN-AT-ARMS

That region of the Mystic Mountains is hollowed with caves and canyons. Skeletor could easily hide an army in there.

They move O.S. PAN TO FIND Adam and Cringer -- not hiding, but, no one else is in sight. They've overheard the conversation.

ADAM

This is serious Cringer. We'd better investigate.

Cringer rolls his eyes -- he knows what's coming.

ADAM -- pulls his sword and says --

ADAM (CONT'D)
By the Power of Grayskull!

SIGNATURE TRANSFORMATION SEQUENCE BEGINS -- as Prince Adam is TRANSFORMED into HE-MAN.

HE-MAN
I have the Power!!

TRANSFORMATION SEQUENCE CONTINUES as He-Man turns and points the Power Sword at the cringing Cringer. ENERGY ZAPS, TRANSFORMING Cringer into Battle Cat. TRANSFORMATION SEQUENCE ENDS.

DRAMATIC ANGLE -- He-Man and Battle Cat. He-Man vaults into the saddle.

HE-MAN (CONT'D)
To the Mystic Mountains, Battle Cat!

Battle Cat ROARS, lashes his tail and springs O.S.

EXT. PALACE GROUNDS - CONTINUOUS

We see Teela practicing martial arts forms with her staff. Needless to say, she's very good. She reacts as she hears:

HE-MAN (O.S.)
Good form.

ANGLE INCLUDES -- HE-MAN, ASTRIDE BATTLE CAT.

TEELA
He-Man!

HE-MAN
Come on -- we might need to put that practice to use.

Teela, curious, heads toward Battle Cat as we CUT TO:

EXT. DUNES OF DOOM - NIGHT

The two strike groups we saw earlier are flying, heading for Skeletor's far off citadel. We can see them semi-clearly now, and though they do look like Andreenid and Avion Warriors, there's something wrong -- their outlines are wavery, oddly insubstantial. OVER THIS:

EVIL-LYN (V.O.)

Skeletor... My spell of seeming is wearing off.

EXT. SNAKE MOUNTAIN - MOUTH - NIGHT

Skeletor, Beast Man (an ecto-eel around his neck) and Evil-Lyn stand in the Mouth of Snake Mountain, backlit by the flowing lava. In b.g. are TRAPJAW and CLAWFUL. They look on as the Andreenid and Avion warriors land and TRANSFORM back into Beast Man's gargoyles.

SKELETOR

No matter. The gargoyles have served their purpose.

BEAST MAN -- looks peeved to have his contribution so cavalierly dismissed.

BEAST MAN

(sotto) You're welcome.

Skeletor turns quickly, glaring at Beast Man. He raises his staff menacingly.

SKELETOR

What was that, Beast Brain?

Beast Man cowers back, trying frantically to think of a way to cover himself. (each head of the ecto-eel hiding in his fur)

BEAST MAN

Uh -- I said -- (cheesy smile)
"You're well-groomed" -- Like the hood.

Skeletor -- lets Beast Man sweat for an uncomfortably long beat, then turns away.

SKELETOR

Buzz-Off and Stratos each suspect the other of treachery. A few

more fiendish manipulations will
make them certain of it. (cackles)

BEAST MAN -- suddenly looks surprised. He closes his eyes
as he receives a telepathic transmission.

BEAST MAN
Skeletor -- one of my flying
gargoyles reports somebody riding
a big green cat headin' that way.

Skeletor's eyesockets widen.

SKELETOR
(realizes) He-Man!

FAVOR EVIL-LYN -- she can't help but be impressed.

EVIL-LYN
He does have a talent for showing
up where he's not wanted.

SKELETOR
(snarls) "Talent"? I'll show him
"talent"!

WIDE ANGLE -- he wheels and points his Havoc Staff at
Trapjaw, Clawful and Beast Man.

SKELETOR (CONT'D)
You three -- intercept him! He-
Man must not reach the Mystic
Mountains!

The three Evil Warriors hustle O.S.

EXT. VINE JUNGLE - AERIAL SHOT - DAY

He-Man and Teela GAIN INTO SCENE flying two Battle Hawks.
He-Man's piloting one, with Battle Cat at his side, and
Teela's flying the other. Below, the Vine Jungle is a
teeming Mato Grosso of strange and exotic plants, trees,
etc. The eponymous vines are everywhere.

TEELA
(Looking down) The Vine Jungle
isn't exactly the garden spot of
Eternia.



A sudden LASER BEAM from O.S. narrowly misses her, causing her to swerve the craft.

TEELA (CONT'D)
(Surprised alarm)

INCLUDE -- Trapjaw, Clawful and Beastman ZOOMING toward our heroes astride terrordactyls. Trapjaw FIRES another laser beam from his weapon arm that ZAPS the front of Teela's craft. The Battle Hawk goes into a downward spiral.

HE-MAN
Teela!

HE-MAN -- puts his craft into a dive, following Teela.

IN THE jungle -- Teela leaps out and He-Man catches her as Teela's Battle Hawk crashes in the forest. They swoop back up, but before it gets very far, another barrage of beams brackets them. The Battle Hawk gets hit and starts heading down into the Jungle. As they near the brush the three leap out. They dive O.S. A moment later the Battle Hawk EXPLODES.

LOW ANGLE -- As Trapjaw, Clawful and Beast Man ZOOM toward us menacingly.

HE MAN -- leaps forward, Power Sword upraised, ready for battle. But suddenly prehensile vines and creepers lunge out from a dozen different places and entwine quickly about his arms and legs, immobilizing him.

HE-MAN (CONT'D)
(startled gasp)

Teela goes to his aid, but the vines grab her as well.

WIDE ANGLE -- He-Man, Teela and Battlecat struggle against the vines, which hold them firmly. In b.g. we see the Evil Warriors heading straight toward them, FIRING more beams that ZAP holes in the writhing vegetation all about them. Things look grim as we --

FADE OUT.

END ACT ONE



ACT TWO

FADE IN:

EXT. VINE JUNGLE - CONTINUOUS

As we left our heroes, immobilized by the vines. Trapjaw, Clawful and Beast Man are FIRING deadly power beams at them that SCORCH the ground, leaving smoking pits of dead vegetation all about He-Man and his friends. It's just a matter of time before one of them scores a hit.

ON HE-MAN, battle cat AND TEELA -- Twisting and dodging the BLASTS as best they can. The vine-covered ground is peppered with charred potholes.

HE-MAN, BATTLE CAT, TEELA
(struggle)

HE-MAN -- can't maneuver enough to slash the vines with his Power Sword, but he can -- and does -- use the flat of the blade to bounce BEAMS off, reflecting them at the vines entwining him and Battle Cat.

TRUCK IN to see several of the vines sheered off at ground level. He-Man easily breaks free of the remaining vines, and after a moment so does Battle Cat.

HE-MAN, BATTLE CAT
(break free)

FAVOR BEAST MAN -- he reacts in dismay.

Clawful angles ACROSS SHOT, FIRING.

HE-MAN -- skillfully BLOCKS the incoming rayblasts, reflecting them back O.S. with the flat of his Power Sword.

HE-MAN
Thanks for the assist, Beastman!

THE EVIL WARRIORS -- weave their terrordactyls in evasive maneuvers to avoid the reflected beams.

ON TEELA -- He-Man's blade SLASHES the vines imprisoning her.

TEELA
(breaks free)

WITH BEAST MAN -- one of the reflected beams HITS his terrordactyl. Beast Man bails as the terrordactyl goes into a spin and CRASHES O.S.

BEAST MAN
(jumps, falls)

He lands without harm in a clump of foliage.

WITH CLAWFUL -- as he flies past a tree festooned with vines he uses his claws to SNIP a mass of creepers free.

They fall like a net, and we FOLLOW to see them land on Battle Cat, ensnaring him.

The mighty cat SLASHES free with his claws.

TRAPJAW -- ZOOMS toward Teela. He adjusts his blaster arm and begins FIRING. Teela leaps up and nimbly vaults over him, much to Trapjaw's surprise.

TRAPJAW

Huh?!

He looks back to where he's headed, and takes big. A moment later his terrordactyl PLOWS INTO a swamp, pitching Trapjaw O.S.

TRAPJAW (CONT'D)

Whooaah!!

He lands with a SPLAT! and sits up woozily, covered with mud.

HE-MAN -- has fashioned a lariat from a vine. He twirls it and flings it O.S. cowboy style.

ON CLAWFUL -- the lasso nabs him from behind, jerking him off his terrordactyl.

CLAWFUL

Whooaah!!

The terrordactyl CRASHES against a tree and EXPLODES. As Clawful falls he manages to cut himself free with a claw. He lands in the underbrush --

-- right in front of Battle Cat! The giant feline moves toward him.

Clawful backs up in comic haste nervously clacking his claw against his shelled back.

CLAWFUL

(nervous) Nice Kitty, I'm... not a fishey...see?

ON BEAST MAN -- he realizes it's time to go. TRUCK IN on him as he puts his fingers to his temples and concentrates.

WIDE -- as three griffins <<from Eps 1 and 2>> -- fly INTO SHOT. TRACK WITH THEM as Beast Man leaps onto the back of the first one, Clawful onto the second, and Trapjaw the third.

INCLUDE HE-MAN, TEELA AND BATTLE CAT -- watching as the three Evil Warriors retreat into the sky.

He-Man sheathes his sword as Teela looks at the remaining Battle Hawk.

He-Man looks at Battle Cat.

HE-MAN
We've got to hurry.

He and Teela leap onto Battlecat.

They head O.S.

EXT. PALACE - DAY

Randor stands on a parapet, looking out over an impressive view. Man-At-Arms ENTERS, looking concerned.

RANDOR
You have news, Duncan?

MAN-AT-ARMS
It appears that Stratos and Buzz-Off are accusing each other of instigating the attacks.

RANDOR
(Sighs) A war between Avion and Andreenos could devastate the mystic moutains.

MAN-AT-ARMS
Skeletor would be quick to take advantage.

RANDOR -- is clearly worried.

RANDOR
We must try to stop this.

The two head O.S.

INT. SNAKE MOUNTAIN - NIGHT

Skeletor and Tri-Klops stand before a gothic-looking monitor screen. Tri-Klops is tuning in (SFX) a frequency on boney "geiger-esque" gothic controls. The screen clears to show Randor's face.

RANDOR (ON SCREEN)
Citizens of Andreenos and Avion.
I urge you not to rush to
judgment. These are troubled and
perilous times ...

SKELETOR
I thought Randor would try to play
peacemaker. How predictable.
Intercept his transmission, Tri-
Klops.

TRI-KLOPS
No problem.

Tri-Klops manipulates some controls, and Randor's image freezes, shrinks and moves to one side of the screen -- or we in some other way indicate that his message is being manipulated.

SKELETOR
Excellent. Now to revise his
speech, which Buzz-Off and Stratos
should find most interesting ...

ANOTHER ANGLE -- Tri-Klops enters more commands, and Randor's image breaks up momentarily, then reforms.

Skeletor picks up a small metallic and boney device and begins speaking. As he does we watch Randor's image begin speaking again. When Skeletor speaks, he sounds like himself at first, but Tri-Klops quickly adjusts his voice to become Randor's voice.

SKELETOR/RANDOR
I am sending this message, Buzz-
Off, to warn you that Stratos is
plotting against you. He plans to
make Andreenos a fortress for his
own people ...

INT. ANDREENOS CENTRAL CHAMBER - CONTINUOUS

Deep in the heart of the mountain. Buzz-Off and Stingrad are watching the conclusion of "Randor's" message on a hexagonal monitor screen that looks like part of a giant honeycomb.

RANDOR (ON SCREEN)
Do not be fooled, Buzz-Off.
Though it pains me to say it,
Stratos is not your friend.

Buzz-Off looks pissed.

BUZZ-OFF
So, Stratos thinks he can pull the
wax over our eyes! His puny
feathered fighters don't stand a
chance.

STINGRAD
It's true that Randor's word can
be trusted -- but still, to
declare war is an extreme act.
Perhaps our ambassadors should
meet with theirs.

ON BUZZ-OFF -- he doesn't like being told no, but he's not
an idiot either. He throttles back on his temper.

BUZZ-OFF
You are my chief counselor,
Stingrad, and your words make
sense. But woe betide Stratos if
he plans treachery.

INT. SNAKE MOUNTAIN - AS BEFORE

Tri-Klops studies some alphanumerics on the screen. There
comes a CHIME from the device (like an email has arrived).

TRI-KLOPS
Ah. The intercepted transmission
was received by Andreenos,
Skeletor.

Skeletor clenches a fist in satisfaction.

SKELETOR
Perfect! It's only a matter of
time before their two armies will



be flying down each other's
throats -- leaving us to loot the
ambrosia! (Laughs)

INT. AVION PALACE - DAY

A holographic image of Randor is just fading out. Stratos and Hawk have been watching. They look at each other.

STRATOS

Randor wouldn't warn us of Buzz-Off's intentions unless he was sure -- but I can't send my people to war without proof.

HAWK

Yes. But if he is mobilizing his troops, we must mobilize ours. We can't afford to be caught unprepared.

Stratos sets his jaw.

EXT. INTERTWINED MOUNTAINS - DAY

<<Design note: this is the same place Stratos and Adam were heading towards in episode 3>> Our heroes are at the foot of the Eye of Zahr-Kain pass. He-Man gestures up to the opening in the rocks.

HE-MAN

Once we pass through the Eye of Zahr-Kain, we should get to Avion before nightfall.

They move forward.

EXT. EYE OF ZAHR-KAIN - DAY

Clawful, Beastman and Trapjaw stand high atop the cliff looking down. Three huge Griffins stand behind them. CLAWFUL fiddles with an explosive device.

CLAWFUL

I know, I know the button!



Clawful hurries back then he and his two cronies skedaddle O.S. A moment later: BOOM!

WIDE ANGLE -- as the EXPLOSION sends a few tons of rubble cascading down.

HE-MAN, TEELA AND BATTLE CAT -- leap for cover as the AVALANCHE HITS.

HE-MAN, TEELA, BATTLE CAT
(dive for safety)

When the dust clears, the entrance to the mountain pass has been blocked. He-Man grimly surveys the scene. Teela looks O.S. and points.

THEIR POV -- of Clawful, Beastman and Trapjaw (all on Griffins) barely recognizable at this distance, disappearing behind a curve in the mountains.

HE-MAN
Skeletor's lackeys again.

TEELA
They're trying to delay us -- but why?

HE-MAN -- turns to the pile of rubble. He grabs a BIG boulder, lifts it, heaves it O.S.

HE-MAN
(Effort) Skeletor's plan, whatever it is, must be nearing completion. Which means every second counts.

He lifts another boulder and hurls it O.S.

INT. SNAKE MOUNTAIN - CONTINUOUS

Skeletor and Evil-Lyn observe the monitor, which shows a split screen with views of Andreenos and Avion. Depending on the design of the cities, we can show warriors massing on the parapets, various war vehicles and machines, etc. Whatever it takes to indicate preparation for war.

EVIL-LYN -- She smiles as her eyes start to glow...

EXT. ANDREENOS - CONTINUOUS

We're with several young hornet WARRIORS on one of the city's outlying perimeters. One is looking O.S. Suddenly he reacts big.

HIS POV -- in the distance, what looks like a line of flying Avion warriors approaching.

THE HORNET WARRIOR -- Reacts big then grabs a communicator, speaks into it:

INT. AVION PALACE - CONTINUOUS

Stratos is arming himself for war. Hawk ENTERS, looking very distraught.

HAWK

Stratos -- we have a confirmed sighting of a large attack force from Andreenos approaching!

Stratos knows he has no choice now. Very grim:

STRATOS

Then it has begun.

The two head O.S.

EXT. EYE OF ZAHR-KAIN PASS - CONTINUOUS

He-Man's cleared the rubble for them. As he tosses the last HUGE boulder aside, he sees something O.S.

HE-MAN

(grim) We may be too late.

ANGLE INCLUDES -- the two armies (for real now, not Evil-Lyn's spell) barely visible in the far far b.g., heading toward each other.

FADE OUT.

END ACT TWO



ACT THREE

FADE IN:

INT. AMBROSIA CHAMBER

A large room in which Ambrosia is prepared -- it should be appropriately "Bee-ish", though obviously we want to avoid any similarity to or suggestion of a distillery. Three N.D. HUGE WASP WARRIORS stand guard. Suddenly an O.S. BLAST from Skeletor's Havoc Staff stuns two of the Warriors. REFIELED TO INCLUDE Skeletor, Evil-Lyn and Tri-Klops. A BLAST of Tri-Klops' Gammavision takes out the third.

SKELETOR -- is vastly pleased with himself.

SKELETOR

Hah! Just as I thought -- Buzz-Off didn't anticipate an attack on the home front! Load up the collector!

He grabs up a container of Ambrosia, as do Evil-Lyn and Tri-Klops. Skeletor makes a toast:

SKELETOR (CONT'D)

To He-Man's imminent defeat!

He bites into the wax container and drinks the Ambrosia, as do the others. As the container empties Skeletor's eyes glow red as we CUT TO:

EXT. MYSTIC MOUNTAINS - AERIAL SHOT - CONTINUOUS

Showing the two aerial armadas (or as much of them as we can), facing each other in the sky. CAMERA FINDS Buzz-Off; he's looking ready to rumble. Stingrad is at his side. A hornet AIDE flies IN.

AIDE

Our warriors await the command.

STINGRAD

If any of Stratos' forces make a move -- attack without mercy!

ZIP PAN TO -- Stratos, hovering at the head of his army. Hawk is by his side.

HAWK

Your orders, Lord Stratos?

STRATOS

We wait until Buzz-Off shows his intentions. I won't be the one who starts a war -- but I will be the one who finishes it.

ANOTHER ANGLE -- the opposing forces. Play the tension of the moment, then CUT TO:

HE-MAN, TEELA AND BATTLE CAT -- watching from below.

TEELA

They're on the verge of battle, He-Man. We've got to stop them!

He-Man looks about. He leaps to a large spire of rock, which he BREAKS OFF. He lifts it by the small end, preparing to swing it against a cliff face like sounding a gong.

HE-MAN

This should get their attention!

But before he can do so, an O.S. BLAST from Skeletor's Havoc Staff SHATTERS the spire to dust and knocks He-Man back.

DRAMATIC ANGLE -- as Skeletor, Evil-Lyn and Tri-Klops swoop IN on their terrordactyls. It's immediately obvious that they've been affected by the Ambrosia -- Skeletor and Tri-Klops look even more pumped (bigger upper-torsos, spikes

from their backs, red chest armor) and Evil-Lyn, though physically the same, is glowing with increased magical power. Skeletor brandishes his Havoc Staff and cackles with manic glee.

SKELETOR
(Cackles) Forget about them, He-Man -- you've got your own war to worry about!

SKELETOR
I'm now stronger than you!

He-Man lunges for his Power Sword, but Skeletor moves at lightning speed and grabs it up.

SKELETOR (CONT'D)
Faster than you!

SKELETOR -- now has the Power Sword and the Havoc Staff.

SKELETOR (CONT'D)
And better armed!

He gestures dramatically with both hands, and twin POWER BOLTS surge from the staff and sword, merging into a MEGA-BOLT that arcs toward He-Man. He-Man barely manages to dodge in time.

BATTLE CAT -- tries to leap to He-Man's aid, but Tri-Klops grabs him by the scruff and flings him O.S. as if he were a kitten.

SKELETOR -- is drunk with power. He hurls another MEGA-BOLT, this one SHATTERING the front of a nearby peak to bits.

SKELETOR
You still don't get it do you! I instigated this whole war for one reason, you fool -- to get the Ambrosia! Now it's made me more powerful than you could ever imagine! <Evil Laugh>



HE-MAN -- reacts to this news, but before he can say anything he has to dodge another BOLT. This one arcs high into the sky -- TRACK WITH IT as it PULVERIZES a mountain peak.

EXT. SKY - BUZZ-OFF - CONTINUOUS

He reacts to the O.S. EXPLOSION.

BUZZ-OFF

It begins! Attack, my warriors!

He ZOOMS forward O.S., followed by a whole bunch of Andreenid Warriors.

ANDREENID WARRIORS

(Battle walla)

EXT. SKY - STRATOS - CONTINUOUS

He's leaped to the same conclusion.

STRATOS

In defense of Avion -- forward!

He leads his army forward.

AVION WARRIORS

(Battle walla)

EXT. MOUNTAINS - CONTINUOUS

He-Man faces Skeletor.

HE-MAN

And I didn't think you get could get any uglier!

SKELETOR

(Enraged) RAAARRRR!

WIDE -- He tosses aside the weapons, lunges forward and grabs He-Man. He hurls He-Man with against a cliff with enough force to CRACK the stone.

SKELETOR

<Evil Laugh>

HE-MAN
(Impact grunt - beat)
Okay. So maybe you picked up a
little strength --

He-Man leaps forward. He and Skeletor lock hands,
grappling. His eyes glowing bright red - Skeletor's
superior strength begins to force He-Man to his knees.

HE-MAN (CONT'D)
(Effort)

SKELETOR
A little strength, eh? Watch this!

CLOSER -- Skeletor's pumped-up physique suddenly begins to
dwindle. His eyes stop glowing - He's losing the edge the
Ambrosia gave him.

SKELETOR (CONT'D)
What -- what's happening to me?

He-Man's strength begins to prevail. He forces Skeletor
back.

SKELETOR (CONT'D)
I'm losing my strength!

HE-MAN
My. What a shame. (grins).

SKELETOR
Nooooo...

INCLUDE OTHERS -- Tri-Klops is holding Battle Cat above his
head like a pro wrestler, intending to hurl him. Suddenly
his knees sag.

TRI-KLOPS
Hey, what's going on?!

Battle Cat leaps free, turns on TriKlops and roars.

BATTLE CAT
(Roars)



Tr-Klops FIRES his Gammavision, but the beam is pale and weak. It doesn't even scorch the ground. Battle Cat ignores it. Tri-Klops turns and runs.

Evil-Lyn's magic begins to fade. Her spell flickers, and Teela drops to the ground. Evil-Lyn staggers.

EVIL-LYN
(Weak cry)

She turns to run. Teela leaps, does a round-off over Evil-Lyn's head, lands in front of her.

TEELA
Stick around -- now it's my turn!

SKELETOR -- hasn't just reverted to normal; he's weak.

SKELETOR
The Ambrosia!

We can see that all three Evil Warriors are in bad shape. He-Man stands over Skeletor.

HE-MAN (CONT'D)
Only the Andreenids can use
Ambrosia without side effects.
For everyone else, its power
quickly becomes toxic.

SKELETOR
(Realizing) You -- knew that ...
that's why -- you goaded me .. to
make it wear off faster --!

He-Man smiles, but before can reply, Teela notices what's going on upstairs.

TEELA
He-Man! The battle's starting!

Angle includes -- The two armadas as they are about to collide. We see FLAK BURSTS OF ENERGY in the sky. He-Man looks about desperately, then leaps on one of the terrordactyls and ZOOMS up towards battle.

TRACK WITH HE-MAN -- heading up at a steep angle.

EXT. SKY - BUZZ-OFF - CONTINUOUS

Buzz-Off signals. A huge stinger like cannon is fired by a hornet toward the Avion warriors.

Stratos signals. A huge Avion weapon is fired towards the Andreenids.

Just as the beams are about to hit their targets, He-Man shows up aboard the Terrordactyl and takes both blasts - one in the chest and back.

HE-MAN
(first blast hits chest)
Arrrghhh
(second blast hits back)
Ummmmph

He-Man crumples.

ZIP PAN TO -- Stratos, who has seen the same thing.

STRATOS
He-Man!

Buzz-Off is shocked.

BUZZ-OFF
What?

DRAMATIC ANGLE - HE-MAN -- as Stratos flies to his side.

HE-MAN
(weakened, but still loud)
Stop...fighting!

EXT. MOUNTAIN - CONTINUOUS

Teela's watching. The battle comes to a stop.

AERIAL SHOT - HE-MAN -- now has the attention of Buzz-Off and Stratos.

HE-MAN

(pained) Neither of you started
this war!...This was Skeletor's
doing

BUZZ-OFF -- reacts in shock.

STRATOS -- does the same.

HE-MAN -- very intense.

HE-MAN (CONT'D)
And if you keep fighting...
Skeletor's the only one who will
win...

EXTREME WIDE -- showcasing the tense tableau. Then --

STRATOS -- gives the order to Hawk.

STRATOS
All troops -- stand down.

BUZZ-OFF -- turns to Stingrad.

BUZZ-OFF
Order our warriors to stand down.

HE-MAN -- pained relief as we WIPE TO:

EXT. PALACE GROUNDS - DAY

Another summit meeting, but more upbeat in tone. Buzz-Off
addresses Stratos and Randor while Teela, Man-At-Arms,
Adam, Orko and others look on.

BUZZ-OFF
My people will have little
Ambrosia this season, because
Skeletor depleted our supply.

RANDOR
It's typical of Skeletor to seek
an advantage without suspecting a
price.

TEELA



I'm just sorry he and his cronies
got away while He-Man was stopping
the battle.

STRATOS
Still, some good has come of it --

Stratos turns to Buzz-Off.

BUZZ-OFF
I now declare the Andreenids your
allies in the struggle to stop
Skeletor.

He and Stratos clasp hands, and Randor places his hand over
theirs. A dramatic moment.

STRATOS
Welcome, my friend.

TEELA, ADAM, ORKO -- watch history being made. Orko makes
a gesture, and celebratory energy balls SHOOT UP LIKE
FIREWORKS all around. Under cover of this, Teela says to
Adam:

TEELA
Too bad the Ambrosia only works on
Buzz-Off's kind -- some of it
might make a warrior out of you.

ADAM AND MAN-AT-ARMS -- smile at each other as we --

FADE OUT.

EXT. MYSTIC MOUNTAINS - AERIAL SHOT - DAY

Stratos swoops INTO SHOT. TRACK WITH HIM as he flies.

STRATOS
Sometimes it's important to be a team player. When
people work together they can accomplish great
things.

PULL BACK TO SHOW several Avionians and Andreenids working together, building a
huge monument on a mountain top. As Stratos flies down to join them:

STRATOS (CONT'D)
Until next time ...

FADE OUT

THE END

